



**NOTICE OF COURT CONVENED MEETING
IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR
IN THE STATE OF WILAYAH PERSEKUTUAN, KUALA LUMPUR
(COMMERCIAL DIVISION)
ORIGINATING SUMMONS NO: WA-24NCC-605-04/2022**

In the matter of **ADVANCED PACKAGING TECHNOLOGY (M) BHD.** (Company Registration No. 198201003236 (82982-K))

And

In the matter of a Proposed Members' Scheme of Arrangement between the Applicant and the Scheme Members pursuant to Section 366 of the Companies Act 2016

And

In the matter of the Rules of Court 2012

ADVANCED PACKAGING TECHNOLOGY (M) BHD.

(Company Registration No: 198201003236 (82982-K))

... **APPLICANT**

NOTICE OF MEETING SUMMONED PURSUANT TO THE ORDER OF THE HIGH COURT OF MALAYA AT KUALA LUMPUR IN RESPECT OF A PROPOSED MEMBERS' SCHEME OF ARRANGEMENT OF THE APPLICANT

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya ("Court") under Section 366(1) of the Companies Act 2016 ("Act") given on 18 May 2022 in respect of the above matter ("Order"), the Court has directed that a meeting of the members of the abovenamed Applicant ("Company") ("Scheme Members"), be convened in accordance with section 366(1) of the Act ("Court Convened Meeting") for the purposes of considering and, if thought fit, to approve (with or without modification) a proposed members' scheme of arrangement between the Company and the Scheme Members ("Proposed Scheme of Arrangement").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting of the Company:

"THAT subject to the necessary sanction of the Court, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any other relevant authority(ies) in relation to the Proposed Scheme of Arrangement, approval be and is hereby given for the implementation under Section 366(1) of the Act of the Proposed Scheme of Arrangement, details of which are set out in Section 4 of the Explanatory Statement cum Circular to Shareholders of the Company dated 8 June 2022, which entails amongst others, the following proposals:-

- (a) *proposed exchange of the entire issued and paid up share capital of the Company ("APT Share(s)", with the corresponding number of new ordinary shares in Greater Bay Holdings Berhad ("Newco") ("Newco Share(s)") on the basis of one (1) Newco Share for every one (1) existing APT Share held by the existing shareholders of the Company as at an entitlement date to be determined and announced by the board of directors of the Company ("Board"); and*
- (b) *proposed transfer of the listing status of the Company to Newco, the admission of Newco to and withdrawal of the Company from the Official List of the Main Market of Bursa Securities and the listing of and quotation for the entire issued and paid up share capital of Newco on the Main Market of Bursa Securities.*

(collectively referred to as the "Proposed Internal Reorganisation")

AND THAT the Board be and is hereby authorised to take any and all actions and steps and do all such acts, deeds and things to complete and give full effect to the Proposed Internal Reorganisation as the Board may consider necessary, expedient or appropriate with full power to:-

- (a) *execute, sign, deliver or caused to be delivered on behalf of the Company and/or its members any and all such agreements, documents, deeds, instruments, undertakings, declarations, confirmations and/or arrangements in relation to the Proposed Internal Reorganisation (including any supplementary or variation agreements and documents in connection therewith) to give full effect to and complete the Proposed Internal Reorganisation; and*
- (b) *assent to any conditions, modifications, variations and/or amendments as may be approved, imposed or required by Bursa Securities and any other relevant authorities or as may be deemed necessary and/or expedient by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as it may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation.*

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby duly adopted, approved and ratified."

The Court Convened Meeting will be held at Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on 29 June 2022 at 11.30 a.m., or immediately following the conclusion of the Company's 40th Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later, or at any adjournment thereof (as the case may be) at which place and time the Scheme Members are requested to attend.

A copy of the Explanatory Statement cum Circular to Shareholders of the Company together with the scheme paper detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 369 of the Act is enclosed herewith ("Scheme Documents"). Additional copies of the Scheme Documents may be obtained from the registered office of the Company at 12th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on any day from the date of this Notice up to the date of the Court Convened Meeting, from 9.00 a.m. to 5.00 p.m. Mondays to Fridays (except public holidays).

Scheme Members may vote at the Court Convened Meeting or they may appoint another person as proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for the Court Convened Meeting of the Company is enclosed in the Explanatory Statement cum Circular.

The Form of Proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, no later than forty-eight (48) hours before the time appointed for the Court Convened Meeting or any adjournment thereof. By the said Order of the Court, the Court has appointed Peter Ling Ee Kong (NRIC No: 541230-13-5245), Managing Director of the Company or failing him and/or in his absence, Brian Ling Yew Han (NRIC No: 940920-14-6687), General Manager of the Company or failing him and/or in his absence, Yip Zhi Hoe (NRIC No: 921011-10-6211), General Manager of the Company, to act as the Chairman of the Court Convened Meeting ("Chairman") and that the result of the Court Convened Meeting be reported by the Chairman to the Court after the Court Convened Meeting of the Company.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Date: 8 June 2022

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Messrs Murad Yee Partnership
Solicitors for the Company
N-2-10, Plaza Damas
60, Jalan Sri Hartamas 1
50480 Kuala Lumpur

Notes:

- 1.1 *A member of the Company entitled to attend and vote at this meeting may appoint a maximum of two proxies to vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he shall be any person and there shall be no restriction as to the qualification of the proxy.*
- 1.2 *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy (but not more than two) in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
- 1.3 *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- 1.4 *An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- 1.5 *The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be either given under its common seal or under the hand of an officer or attorney duly authorised.*
- 1.6 *The instrument appointing a proxy shall be deposited at the office of Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, or email to BSR.Helpdesk@boardroomlimited.com, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
- 1.7 *Only members whose names appear in the Record of Depositors on 22 June 2022 shall be entitled to attend, speak and vote at the Court Convened Meeting.*
- 1.8 *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the Court Convened Meeting will be put to vote by poll.*



DALAM MAHKAMAH TINGGI MALAYA DI KUALA LUMPUR
DALAM NEGERI WILAYAH PERSEKUTUAN, KUALA LUMPUR
(BAHAGIAN DAGANG)

SAMAN PEMULA NO: WA-24NCC-605-04/2022

Dalam Perkara ADVANCED PACKAGING
TECHNOLOGY (M) BHD. (No. Pendaftaran Syarikat:
198201003236 (82982-K))

Dan

Dalam Perkara Skim Penyusunan Ahli-ahli yang
Dicadangkan antara Pemohon dan Ahli-ahli Skim
menurut Seksyen 366 Akta Syarikat 2016

Dan

Dalam Perkara Kaedah-Kaedah Mahkamah 2012

ADVANCED PACKAGING TECHNOLOGY (M) BHD.

(No. Pendaftaran Syarikat: 198201003236 (82982-K))

... PEMOHON

**NOTIS MESYUARAT DIPANGGIL MENURUT PERINTAH MAHKAMAH
TINGGI MALAYA DI KUALA LUMPUR BERKENAAN DENGAN SKIM
PENYUSUNAN AHLI-AHLI YANG DICADANGKAN PEMOHON**

NOTIS INI DIBERIKAN bahawa melalui Perintah Mahkamah Tinggi ("Mahkamah") di bawah Seksyen 366(1) Akta Syarikat 2016 ("Akta") yang diberikan pada 18 Mei 2022 berkenaan dengan perkara di atas ("Perintah"), Mahkamah telah mengarahkan bahawa suatu mesyuarat ahli-ahli Pemohon yang dinamakan di atas ("Syarikat") ("Ahli-Ahli Skim"), diadakan selaras dengan seksyen 366(1) Akta ("Mesyuarat Diarahkan Mahkamah") bagi tujuan mempertimbangkan dan, sekiranya difikirkan wajar, meluluskan (dengan atau tanpa pengubahsuaian) satu skim penyusunan ahli-ahli yang dicadangkan antara Syarikat dan Ahli-Ahli Skim ("Skim Penyusunan Yang Dicadangkan").

Resolusi berikut adalah dicadangkan untuk diundi dan diluluskan di Mesyuarat Diarahkan Mahkamah Syarikat:

"THAT subject to the necessary sanction of the Court, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any other relevant authority(ies) in relation to the Proposed Scheme of Arrangement, approval be and is hereby given for the implementation under Section 366(1) of the Act of the Proposed Scheme of Arrangement, details of which are set out in Section 4 of the Explanatory Statement cum Circular to Shareholders of the Company dated 8 June 2022, which entails amongst others, the following proposals:-

- (a) *proposed exchange of the entire issued and paid up share capital of the Company ("APT Share(s)"), with the corresponding number of new ordinary shares in Greater Bay Holdings Berhad ("Newco") ("Newco Shares") on the basis of one (1) Newco Share for every one (1) existing APT Share held by the existing shareholders of the Company as at an entitlement date to be determined and announced by the board of directors of the Company ("Board"); and*
- (b) *proposed transfer of the listing status of the Company to Newco, the admission of Newco to and withdrawal of the Company from the Official List of the Main Market of Bursa Securities and the listing of and quotation for the entire issued and paid up share capital of Newco on the Main Market of Bursa Securities.*

(collectively referred to as the "Proposed Internal Reorganisation")

AND THAT the Board be and is hereby authorised to take any and all actions and steps and do all such acts, deeds and things to complete and give full effect to the Proposed Internal Reorganisation as the Board may consider necessary, expedient or appropriate with full power to:-

- (a) *execute, sign, deliver or caused to be delivered on behalf of the Company and/or its members any and all such agreements, documents, deeds, instruments, undertakings, declarations, confirmations and/or arrangements in relation to the Proposed Internal Reorganisation (including any supplementary or variation agreements and documents in connection therewith) to give full effect to and complete the Proposed Internal Reorganisation; and*
- (b) *assent to any conditions, modifications, variations and/or amendments as may be approved, imposed or required by Bursa Securities and any other relevant authorities or as may be deemed necessary and/or expedient by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as it may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,*

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby duly adopted, approved and ratified."

Mesyuarat Diarahkan Mahkamah akan diadakan di Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor, pada 29 Jun 2022 pada jam 11.30 pagi atau sejurus selepas tamatnya Mesyuarat Agung Tahunan Syarikat yang ke-40 (yang akan diadakan di tempat yang sama dan pada hari yang sama pada jam 10.00 pagi), yang mana lebih lewat atau pada sebarang penangguhan kepadanya (mengikut mana-mana yang berkenaan) di tempat dan masa Ahli-Ahli Skim diminta untuk hadir.

Sesalinan Penyataan Penjelasan merangkap Pekeliling kepada Pemegang-pemegang Saham Syarikat bersama-sama dengan kertas skim yang menjelaskan Skim Penyusunan Yang Dicadangkan dan mengandungi Borang Proksi yang perlu diberikan menurut Seksyen 369 Akta adalah dilampirkan disini ("Dokumen-dokumen Skim"). Salinan tambahan Dokumen-dokumen Skim boleh diperolehi kepada pejabat berdaftar Syarikat di 12th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan pada mana-mana hari dari tarikh Notis ini sehingga tarikh Mesyuarat Diarahkan Mahkamah, dari 9.00 pagi sehingga 5.00 petang daripada Isnin hingga Jumaat (kecuali cuti-cuti umum).

Ahli-ahli Skim boleh mengundi di Mesyuarat Diarahkan Mahkamah atau mereka boleh melantik orang lain sebagai proksi untuk menghadiri dan mengundi bagi pihak mereka. Seorang proksi boleh tetapi tidak semestinya seorang ahli Syarikat. Satu Borang Proksi bagi Mesyuarat Diarahkan Mahkamah Syarikat dilampirkan di dalam Penyataan Penjelasan merangkap Pekeliling.

Borang Proksi hendaklah didepositkan di pejabat Pendaftar Saham Syarikat, Boardroom Share Registrars Sdn Bhd di Ground Floor atau 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, tidak lewat daripada empat puluh lapan (48) jam sebelum masa yang ditetapkan bagi Mesyuarat Diarahkan Mahkamah atau sebarang penangguhan kepadanya.

Menurut Perintah Mahkamah tersebut, Mahkamah telah melantik Peter Ling Ee Kong (No. K/P: 541230-13-5245), Pengarah Urusan Syarikat atau sekiranya kegagalannya dan/atau dalam ketidakhadirannya, Brian Ling Yew Han (No. K/P: 940920-14-6687), Pengurus Besar Syarikat, atau sekiranya kegagalannya dan/atau dalam ketidakhadirannya, Yip Zhi Hoe (No. K/P: 921011-10-6211) Pengurus Besar Syarikat untuk bertindak sebagai Pengerusi Mesyuarat Diarahkan Mahkamah ("Pengerusi") dan bahawa keputusan Mesyuarat Diarahkan Mahkamah dilaporkan oleh Pengerusi kepada Mahkamah selepas Mesyuarat Diarahkan Mahkamah Syarikat.

Skim Penyusunan Yang Dicadangkan akan tertakluk kepada sanksi Mahkamah yang seterusnya.

Tarikh: 8 Jun 2022

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Tetuan Murad Yee Partnership
Peguamcara bagi Syarikat
N-2-10, Plaza Damas
60 Jalan Sri Hartamas 1
50480 Kuala Lumpur

Nota:

- 1.1. *Seorang ahli Syarikat yang berhak menghadiri dan mengundi di mesyuarat ini boleh melantik maksimum dua (2) proksi untuk mengundi bagi pihaknya. Di mana seorang ahli melantik dua (2) proksi, perlantikan tersebut adalah tidak sah melainkan dia menyatakan pecahan pegangan sahamnya yang akan diwakili oleh setiap proksi. Seorang proksi boleh tetapi tidak semestinya seorang ahli Syarikat. Sekiranya proksi bukan seorang ahli Syarikat, dia hendaklah mana-mana orang dan tidak akan ada sekatan terhadap kelayakan proksi.*
- 1.2. *Di mana seorang ahli adalah penama yang diberi kuasa seperti yang ditakrifkan di bawah Akta Perindustrian Sekuriti (Depositori Pusat) 1991 ("AISDP"), ia boleh melantik sekurang-kurangnya satu proksi (tetapi tidak lebih daripada dua) bagi setiap Akaun Sekuriti yang dipegangnya dengan saham biasa Syarikat yang berdiri di atas kredit Akaun Sekuriti tersebut.*
- 1.3. *Di mana seorang ahli Syarikat adalah penama yang diberi kuasa yang dikecualikan yang memegang saham biasa dalam Syarikat untuk pemilik benefisial yang lebih daripada satu dalam satu akaun sekuriti ("akaun omnibus"), tiada had kepada bilangan proksi yang boleh dilantik oleh penama diberi kuasa yang dikecualikan berkenaan dengan setiap akaun omnibus yang dipegangnya.*
- 1.4. *Penama diberi kuasa yang dikecualikan merujuk kepada penama yang diberi kuasa yang ditakrifkan di bawah AISDP yang dikecualikan daripada pematuhan peruntukan subseksyen 25A(1) AISDP.*
- 1.5. *Instrumen pelantikan proksi, dalam kes individu, hendaklah ditandatangani oleh pelantikan atau oleh peguamnya yang diberi kuasa secara bertulis, dan dalam kes perbadanan, hendaklah sama ada diberikan di bawah meterai perbadannya atau di bawah tandatangan seorang pegawai atau peguam yang diberi kuasa sewajarnya.*
- 1.6. *Instrumen pelantikan proksi hendaklah didepositkan di pejabat Boardroom Share Registrars Sdn Bhd di Ground Floor atau 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan atau emel ke BSR.Helpdesk@boardroomlimited.com, tidak kurang daripada empat puluh lapan (48) jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat atau sebarang penangguhan kepadanya.*
- 1.7. *Hanya nama ahli-ahli yang dinyatakan dalam Rekod Pendeposit pada 22 Jun 2022 berhak untuk menghadiri, berucap dan mengundi di Mesyuarat Diarahkan Mahkamah.*
- 1.8. *Menurut Perenggan 8.29A(1) Keperluan Penyelaraihan Pasaran Utama Bursa Malaysia Securities Berhad, resolusi yang dinyatakan di dalam Notis Mesyuarat Diarahkan Mahkamah akan diundi melalui undian.*